

Family Advocacy Center and Education Services, Inc.
Amended and Restated
Articles of Incorporation

For Office Use Only

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Effective upon filing by the Idaho Secretary of State, the articles of ("Articles") of Family Advocacy Center and Education Services, Inc., an Idaho nonprofit corporation, d/b/a Faces of Hope ("**Faces of Hope**" or "**Corporation**"), are hereby amended and restated in their entirety as follows:

1. **Name.** The Corporation's name is Family Advocacy Center and Education Services, Inc.
2. **Purpose.** Faces of Hope is organized exclusively for charitable, scientific, literacy, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or any successor statute ("**Code**"). In particular, Faces of Hope is dedicated to promoting and facilitating victim rights through treatment, care, and protection of victims of interpersonal violence. The Corporation is organized as a non-profit organization under the Idaho Nonprofit Corporation Act and is intended to have and to exercise any and all powers, rights, and privileges that it by law may now or hereafter have or exercise.
3. **Registered Agent & Mailing Address.** The Registered Agent and principal office mailing address of the Corporation will be consistent with and as reflected by the Corporation's filings with the Idaho Secretary of State.
4. **Limitation on Activities.** The Corporation shall not conduct activities not permitted to be conducted by an organization which is tax exempt under Code Section 501(c)(3) of the Internal Revenue Code. No part of the income or net earnings of Faces of Hope shall inure to the benefit of, or be distributable to, any director, or officer of the Corporation or any other private individual. No director, or officer of the Corporation, or any other private individual may share in any distribution of Faces of Hope's assets. No substantial part of Faces of Hope's activities shall consist of lobbying efforts, carrying on propaganda, or otherwise attempting to influence legislation. Faces of Hope shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. No part of the assets of the Corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of lobbying, carrying on propaganda, or otherwise attempting to influence legislation.
5. **Directors.** All corporate powers are exercised by or under the authority of, and the business affairs of Faces of Hope managed under the direction of, the Corporation's Board of Directors ("**Board**"). The Board shall be elected by the then-current directors comprising the Board, exclusive of any Ex-Officio Members, in the manner, and for the terms, provided in the Corporation's bylaws ("**Bylaws**").
6. **Membership.** Faces of Hope does not have any members. The management of the affairs of the Corporation shall be vested in the Board, as provided in the Corporation's

bylaws, and as includes the delegation of power to the Executive Director for the management of employees and day-to-day operations of the Corporation.

7. **Limitation of Liability and Indemnification.**

7.1. **Limitation of Liability.** To the fullest extent permitted by law, no director of the Board of Faces of Hope will be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director.

7.2. **Indemnification.** Faces of Hope shall indemnify and advance expenses to any director, officer, or other person to the fullest extent of the law for any act or omission as a director, officer, or agent of the Corporation.

7.3. **Interpretation.** Faces of Hope shall not indemnify or advance expenses to any person if the Board determines that the payment is likely to violate, or result in a tax, penalty, or other sanction under, any tax law, regulation, or rule. If this Section 7.3 or any of the laws that limit the liability of directors, officers, and/or agents, or permit indemnification of directors, officers, agents, and other persons are repealed or modified, the repeal or modification will not increase any person's liability or limit any person's right to indemnification and advancement of expenses for events that occurred before the repeal or modification.

8. **Duration.** The Corporation shall exist perpetually.

9. **Dissolution.** Upon dissolution of the Corporation, the Board shall cause all assets to be distributed to exempt organizations of the kind described in Code Section 501(c)(3) of the Internal Revenue Code or to the federal government, or to a state or local government, for public purposes, as provided in the Corporation's bylaws.

10. **Amendments.** These Articles of Incorporation may be amended with the affirmative vote of the majority of two-thirds of the Board.

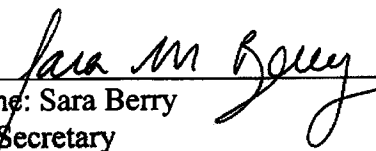
Family Advocacy Center and Education Services, Inc.

**Certificate of Amendment and Restatement of
Articles of Incorporation**

1. **Name.** The name of the corporation is Family Advocacy Center and Education Services, Inc.
2. **Text of Amendment.** The articles of incorporation are amended and restated in their entirety. The text of the amended and restated articles of incorporation is attached to this Certificate of Amendment and Restatement.
3. **Date of Adoption.** The amendment was adopted on March 26, 2024.
4. **Manner of Approval.** Under the Idaho Nonprofit Corporation Act, the amendment requires the approval of the Corporation's directors. More than 75% of the directors voted in favor of the amendment.
5. **Signature.**

FAMILY ADVOCACY CENTER AND EDUCATION
SERVICES INC.

Date: March 26, 2024

By: 
Name: Sara Berry
Its: Secretary

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